

David B. Cooper
3745 NE 171st Street - Apt 58
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E-mail: dbcooper@worldpass.com

July 16, 1998

P98000064170

Florida Department of State
Division of Corporations
P O Box 6327
Tallahassee, FL 32314

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-07/20/98--01071--016
*****70.00 *****70.00

Dear Sir & Madam,

Enclosed please find Articles of Incorporation for Florida Discovery Associates, Inc, along with my check number 170 in the amount of Seventy (\$70.00) for the filing fee.

Please send acknowledgement to R A address.

Thank you for your prompt attention.

Sincerely,


David B. Cooper

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 20 AM 9:06

RP
07-22-98

ARTICLES OF INCORPORATION
OF
FLORIDA DISCOVERY ASSOCIATES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 20 AM 9:06

ARTICLE ONE:

The name of this corporation is: **FLORIDA DISCOVERY ASSOCIATES, INC.**

ARTICLE TWO:

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act of the State of Florida.

ARTICLE THREE:

The aggregate number of shares which this corporation shall have authority to issue is ONE HUNDRED (100) shares of common stock, ONE (\$1.00) DOLLAR par value, shall be designated as "Common Shares".

ARTICLE FOUR:

Shareholders of this corporation shall have full preemptive rights to acquire unissued or treasury shares of the corporation.

ARTICLE FIVE:

The street address of the initial principal office of this corporation is:

3745 NE 171st Street - Suite 58
North Miami Beach, FL 33160-3083

and the name and address of the Registered Agent of this corporation is:

David B. Cooper
3745 NE 171st Street - Suite 58
North Miami beach, FL 33160-3083

ARTICLE SIX:

This corporation shall have two (2) directors to constitute its initial Board of Directors. The number of directors of the corporation may subsequently be increased or decreased from time to time according to the By-Laws of the corporation, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

**David B. Cooper
Stuart Carlin**

ARTICLE SEVEN:


The name and address of the Incorporator of this corporation, who is the person signing these Articles is:

**David B. Cooper
3745 NE 171st Street - Suite 58
North Miami beach, FL 33160-3083**

ARTICLE EIGHT:

The Corporation shall indemnify any Officer or Director, or any former Officer or Director to the full extent permitted by law.

NOW THEREFORE, the undersigned Incorporator has executed these Articles of Incorporation this 15th day of July, 1998


David B. Cooper, Incorporator

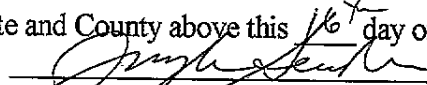
STATE OF FLORIDA)

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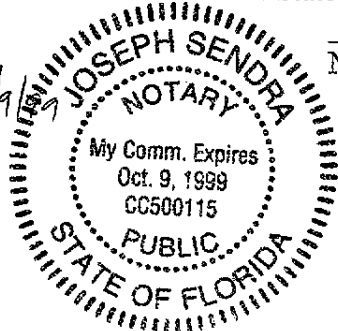
COUNTY OF MIAMI DADE)

BEFORE ME, the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared DAVID B. COOPER, to me well known to be the person described as the Incorporator in and who, in my presence, executed the foregoing Articles of Incorporation, and who acknowledged before me that subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the State and County above this 16th day of July, 1998


Notary Public - State of Florida

My commission expires: 10/9/99



ACCEPTANCE OF REGISTERED AGENT

I, DAVID B. COOPER, the undersigned, having been designated as Registered Agent in the above and foregoing Articles of Incorporation of, do hereby accept such designation and agree to comply with the Laws of the State of Florida relative thereto.


DAVID B. COOPER
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 20 AM 9:06